

Hearing Date: TO BE DETERMINED
Response Deadline: July 17, 2006

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and Rushmore Capital-II, L.L.C.

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

	x	
	:	Chapter 11
In re	:	Case No. 01-16034 (AJG)
ENRON CORP., <i>et al.</i> ,	:	
	:	Jointly administered
Debtors.	:	
	x	
	:	
ENRON CORP., <i>et al.</i> ,	:	
	:	Adversary Proceeding
Plaintiffs,	:	No. 05-01029 (AJG)
	:	
v.	:	
	:	
AVENUE SPECIAL SITUATIONS FUND II,	:	<u>MOTION FOR</u>
LP, <i>et al.</i> ,	:	<u>LEAVE TO APPEAL</u>
	:	
Defendants.	:	(Oral Argument Requested)
	x	

Upon the Memorandum of Law in support of defendant-appellants DK
Acquisition Partners, L.P., RCG Carpathia Master Fund, Ltd., Rushmore Capital-I,

L.L.C. and Rushmore Capital-II, L.L.C.'s Motion for Leave to Appeal, dated May 26, 2006 (the "Memorandum of Law"), and all prior pleadings and proceedings herein, defendant-appellants DK Acquisition Partners, L.P., RCG Carpathia Master Fund, Ltd., Rushmore Capital-I, L.L.C. and Rushmore Capital-II, L.L.C. (collectively, the "Defendants") move before the United States District Court for the Southern District of New York on a date and time to be determined by the District Court for entry of an order under 28 U.S.C. § 158(a) and Rule 8003 of the Federal Rules of Bankruptcy Procedure granting leave to appeal the order entered by the United States Bankruptcy Court for the Southern District of New York (Hon. Arthur J. Gonzalez) on April 28, 2006, denying the Defendants' and the other co-defendant's motion to dismiss the second cause of action regarding the disallowance of claims in the above-captioned adversary proceeding.

The Memorandum of Law sets forth the requirements of Bankruptcy Rule 8003:

(i) a statement of the facts necessary to an understanding of the questions to be presented on appeal; (ii) a statement of those questions and of the relief sought; and (iii) a statement of the reasons why an appeal by the District Court should be granted.

A copy of the Bankruptcy Court Order is attached hereto as Exhibit A. A copy of the Bankruptcy Court Opinion dated March 31, 2006 is attached hereto as Exhibit B. The appellants' corporate ownership statement, as required by Rule 7.1 of the Federal Rules of Civil Procedure, is attached hereto as Exhibit C.

Dated: May 26, 2006

ROPES & GRAY LLP

By: /s/ David Elkind

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